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[Proposed] Attorneys for the Official Committee of Equity
 Security Holders of USA Capital Diversified Trust Deed Fund,
 LLC

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

Date: June 21, 2006
 Time: 9:30 a.m.
 Place: Courtroom #1

**SUPPLEMENT TO DECLARATION OF MARC A. LEVINSON IN
SUPPORT OF APPLICATION BY THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS OF USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC
TO EMPLOY ORRICK, HERRINGTON & SUTCLIFFE LLP**

I, Marc A. Levinson, hereby declare under penalty of perjury that:

1. I am over eighteen years of age and have personal knowledge of the facts set forth herein, and if called as a witness, would testify competently with respect thereto from my own personal knowledge except as otherwise stated.

2. I am a partner of Orrick, Herrington & Sutcliffe LLP ("Orrick"). I make this declaration to supplement the "Application by the Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC, to Employ Orrick, Herrington & Sutcliffe LLP" e-filed on June 12, 2006 (the "Application").¹

3. In paragraph 12 of my declaration attached to the Application, I state as follows: "Lewis & Roca, counsel to the committee in the U.S. Mortgage case, is and has been a client of Bond Logistix, LLC, a wholly-owned subsidiary of Orrick, that performs arbitrage rebate calculations with respect to certain tax exempt bonds pursuant to Section 148 of the Internal Revenue Code. None of the Bond Logistix work is in any way connected to the Debtors' Cases." A parallel disclosure was made in footnote 2 of the Application.

4. I subsequently have learned that certain work performed for Lewis & Roca is performed by Orrick public finance and tax attorneys in addition to the work performed by Bond Logistix, the wholly-owned Orrick affiliate. Thus, Lewis & Roca is and has been an Orrick client in addition to being a client of Bond Logistix. All of the work performed by Orrick relates to public finance and tax matters; none relates in any way to the Debtors or the subject matter of the Debtors' chapter 11 cases.

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¹ Terms not otherwise defined herein shall have the same meaning ascribed to them in the Application.

5. I bring this recent discovery to the attention of the Court and parties in interest in the spirit of full disclosure. I continue to believe that that the Orrick/Lewis & Roca relationship would in no way would impact any Orrick action, decision or thought process in pursuit of its representation of the Committee.

Executed at San Francisco, California, this 16th day of June, 2006.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

/s/ Marc A. Levinson
Marc A. Levinson